

Reference: 464329

Date: 25 October 2017

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Information requests

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Freedom of Information: Right to know request

Thank you for your request for information about Ofcom's Fox/Sky fit and proper decision on prospective ownership of Sky, which we have considered under the Freedom of Information Act 2000 ('the FoIA').

You asked for the following:

- 1. The "new corporate governance arrangements" at 21st Century Fox ("21CF"), referenced in paragraph 9 ("And senior executives put in place new corporate governance arrangements");*
- 2. The "new compliance arrangements" put in place by 21CF on May 15th 2017, referenced in paragraph 36 ("Fox has now supplied us with details of new compliance arrangements introduced on 15 May 2017");*
- 3. A full copy of 21CF's response to Ofcom's "information request" dated June 6th, referenced in paragraph 52 and footnote 19 ("In answer to an information request... Fox has said that no executive director was aware of any allegations of sexual and racial harassment at Fox News prior to July 2016.");*
- 4. A full copy of the "information request" issued by Ofcom referenced in paragraph 52 and footnote 19;*
- 5. The "detailed description of the steps taken to ensure there is no recurrence" of wrongdoing at Fox provided by General Counsel, referenced in paragraph 57, (including but not limited to the "senior personnel changes, governance reform, new training and changes to staff handbooks on workplace conduct" referenced);*
- 6. A full copy of the letter from 21CF to Ofcom dated June 16th, referenced in paragraphs 58 and 59 ("Fox wrote to us on 16 June 2017 to clarify what it considered to be certain misunderstandings by us as to its explanation of events at Fox News");*

7. *The “new corporate governance arrangements” at News UK, referenced in paragraph 71 (“Ms Brooks was re-employed after new corporate governance arrangements were established in light of phone hacking, specifically to prevent heads of business units, like her, from dealing unsupervised with matters involving possible systematic illegality.”);*

8. *The revisions to corporate governance at 21CF referenced in paragraph 1 of the Annex (“Fox has described to us the revisions to corporate governance it made in the wake of the phone hacking scandal”);*

9. *The recommendations made by Gerson Zweifach to the 21CF board referenced in paragraph 2 of the Annex (“He made recommendations to the Board in April 2012...”);*

10. *The facts and detail of which of Mr Zweifach’s recommendations (referenced in paragraph 2 of the Annex) were adopted and which were rejected, information relating to why some were adopted and others rejected, and any further detail or information relating to Mr Zweifach’s recommendations, and any further detail or information relating the board’s consideration of Mr Zweifach’s recommendations;*

And finally,

11. *Full details of, and information relating to, the “further corporate governance changes” and “training” referenced in paragraphs 9(a) – 9(e) of the Annex (“Fox has, since the events described, implemented further corporate governance changes and rolled out a programme of training on acceptable workplace conduct for Fox News.”).*

In relation to questions 1 to 3 and 5 to 11, I am sorry that information provided to us in this context is held by us subject to the prohibition on disclosure in Part 9 of the Enterprise Act 2002. It is therefore exempt from disclosure under section 44 of the FoIA which prohibits disclosure of information if another enactment prohibits it. Section 44 is an absolute exemption under the Act and does not require a public interest test.¹

In relation to question 4, a copy of this information request is attached. We have redacted a small amount of information from it under section 40 of the FoIA which relates to personal information.

We have also redacted a small amount of further information from it because it is held by us subject to the prohibition on disclosure in Part 9 of the Enterprise Act 2002. As explained above, it is therefore exempt from disclosure under section 44 of the FoIA.

¹ We consider it likely that sections 36, 40, 41 and 43 would also apply to some or all of this information.

We would note however that, as is clear from our fit and proper decision, our information gathering in the course of this process took place iteratively over a period of months. Much of the information was obtained in meetings and by representations from the parties, to which the statutory disclosure prohibition applies, save insofar as we have disclosed it in our fit and proper decision. You should be aware therefore that this document does not provide a complete picture.

Yours sincerely

Julia Snape

If you are unhappy with the response or level of service you have received in relation to your request from Ofcom, you may ask for an internal review. If you ask us for an internal review of our decision, it will be treated as a formal complaint and will be subject to an independent review within Ofcom. We will acknowledge the complaint and inform you of the date by which you might expect to be told the outcome.

The following outcomes are possible:

- the original decision is upheld; or
- the original decision is reversed or modified.

Timing

If you wish to exercise your right to an internal review **you should contact us within two months of the date of this letter.**

There is no statutory deadline for undertaking internal reviews and it will depend upon the complexity of the case. However, we aim to conclude all such reviews within 20 working days, and up to 40 working days in exceptional cases. We will keep you informed of the progress of any such review. If you wish to request an internal review, you should contact:

Steve Gettings
The Secretary to the Corporation
Ofcom
Riverside House
2a Southwark Bridge Road
London SE1 9HA

If you are not content with the outcome of the internal review, you have the right to apply directly to the Information Commissioner for a decision. The Information Commissioner can be contacted at:

Information Commissioner's Office
Wycliffe House
Water Lane
Wilmslow
Cheshire
SK9 5AF